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FILED
Apr 21 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS



DOCUMENT # 847798 (6)
 1. Corporation Name
SECURITY PACIFIC FINANCE CREDIT CORP.

Principal Place of Business
**10089 WILLOW CREEK ROAD
 SAN DIEGO CA 92131**

Mailing Address
**10089 WILLOW CREEK ROAD
 ATTN: TAX DEPT., #24400
 SAN DIEGO CA 92131-1603
 US**

3. Date Incorporated or Qualified **12/22/1980** 3a. Date of Last Report **03/15/1996**

4. FEI Number **53-0246829** Applied For Not Applicable

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country

2a. Mailing Address
 26 P.O. Box 3400
 Suite, Apt. #, etc.
 27 C/O TAX DEPT. # 24400-SP
 City & State
 28 SAN FRANCISCO CA
 Zip Country
 29 94137 30 US

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City
FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	GUNN, GERALD G.	
STREET ADDRESS	555 CALIFORNIA ST.	
CITY - ST - ZIP	SAN FRANCISCO CA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	SOROKIN CHERYL A.	
STREET ADDRESS	555 CALIFORNIA STREET	
CITY - ST - ZIP	SAN FRANCISCO CA	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	WILSON, FAYE M.	
STREET ADDRESS	10089 WILLOW CREEK ROAD	
CITY - ST - ZIP	SAN DIEGO CA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	CHAN-SHAFFER, CLAUDIA	
STREET ADDRESS	10089 WILLOW CREEK ROAD	
CITY - ST - ZIP	SAN DIEGO CA	
TITLE	T	<input type="checkbox"/> DELETE
NAME	WILLIAMS, CAMERON E.	
STREET ADDRESS	10089 WILLOW CREEK ROAD	
CITY - ST - ZIP	SAN DIEGO CA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	JONES, JAMES G.	
STREET ADDRESS	555 CALIFORNIA ST.	
CITY - ST - ZIP	SAN FRANCISCO CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	AT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	ANANCA CRANDOLL	
1.3 STREET ADDRESS	499 MARKET ST	
1.4 CITY - ST - ZIP	SAN FRANCISCO, CA 94137	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY - ST - ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY - ST - ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY - ST - ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY - ST - ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY - ST - ZIP		

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Sandra B. Mortham* **REQUIRED** 4/9/97 (415) 622-8580
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # CONTRACT

CR2E034 (9/96)